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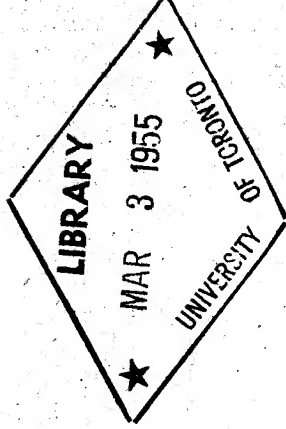
Second Session, Twenty-Second Parliament, 3-4 Elizabeth II, 1955.

THE SENATE OF CANADA

BILL A⁶.

An Act respecting The Roman Catholic Episcopal Corporation of Pembroke.

AS PASSED BY THE SENATE, 23rd FEBRUARY, 1955.



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QUEEN'S PRINTER AND CONTROLLER OF STATIONERY
OTTAWA, 1955

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Preamble.
1884, c. 105;
1899, c. 124.

WHEREAS the Roman Catholic Episcopal Corporation of Pembroke, a corporation incorporated by chapter 105 of the statutes of 1884, has prayed that it be enacted as hereinafter set forth, and it is expedient to grant the prayer of the petition: Therefore Her Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:— 5

1. Section 7 of *An Act to Incorporate the Roman Catholic Episcopal Corporation of Pembroke*, chapter 105 of the statutes of 1884, is repealed and the following substituted 10 therefor:—

Execution of documents.

“7. Any deed or other instrument relating to real property vested in the Corporation or to any interest in such real property or any bonds or debentures of the Corporation shall if executed within the jurisdiction of the Parliament of Canada, be deemed to be duly executed if there are affixed thereto the seal of the Corporation, and the signature of the Bishop of Pembroke, for the time being, or of any officer of the Corporation duly authorized for such purpose or his lawful attorney.” 20

2. Section 8 of the said Act is repealed and the following substituted therefor:—

Powers of the Corporation.

“8. (1) The Corporation may, from time to time, for the purposes of the Corporation,
(a) borrow money upon the credit of the Corporation; 25
(b) limit or increase the amount to be borrowed;
(c) make, draw, accept, endorse or become party to promissory notes and bills of exchange; every such note or bill made, drawn, accepted or endorsed by the party thereto authorized by the by-laws of the Corporation and countersigned by the proper party thereto 30

EXPLANATORY NOTES.

Clause 1. Section 7 of the present Act reads as follows:—

"7. The said Vicar Apostolic of the Vicariate of Pontiac, for the time being, may, in the name of the Corporation, make or execute any deed, mortgage, conveyance, demise, release or assignment of the whole or any part of the real estate acquired or held by the Corporation, with the consent in writing of his coadjutor or senior Vicar-General and one additional clergyman, to be selected or named by the said Vicar Apostolic, for the time being; and in case there shall happen to be no coadjutor or Vicar-General, or in case they shall be incapacitated by sickness, infirmity or any other cause, or shall happen to be absent at the time, then with the consent in writing of two clergymen, to be selected or named by the said Vicar Apostolic; and all such selections or nominations, and such consent as aforesaid shall appear upon the face of the deed or other instrument in writing intended to be executed by the Corporation, and shall be testified, by the said Vicar Apostolic and coadjutor or senior Vicar-General and one additional clergyman, or such two other clergymen as aforesaid, as the case may be, being made parties to and signing and sealing all such deeds, mortgages or other instruments in writing, in the presence of two credible witnesses, as consenting parties thereto respectively."

It is considered that to require more than one person to sign deeds and bonds causes unnecessary inconvenience and difficulty, and this is so particularly for the execution of bonds of which there will be a great many to be signed. Provision is made in the section to be added to the Act as Section 11 for the making of by-laws for the appointment of officers of the Corporation.

Clause 2. Section 8 of the present Act reads as follows:—

"8. A declaration or recital in the deed, mortgage or other instrument in writing, that it has been executed by the persons and in the manner mentioned in the next preceding section shall be sufficient evidence of the matters therein stated; and any statutory discharge of mortgage, release or receipt for the payment of money, being a charge on land, required to be given or executed by the Corporation, shall be deemed to be valid and sufficiently executed if the seal of the Corporation shall be affixed thereto, and if the same shall be signed in the presence of one witness by the Vicar Apostolic of the said Vicariate, for the time being, and his coadjutor or senior Vicar-General with one additional clergyman, or by two clergymen, in the event of there being no coadjutor or Vicar-General, or in the event of the coadjutor and senior Vicar-General being absent or incapacitated by sickness, infirmity or any other cause; and no recitals shall be necessary therein or therefor."

Section 8 of the present Act is relevant to the provisions for execution contained in present Section 7 but not relevant to the provisions for execution contained in the new Section 7.

authorized by the said by-laws of the Corporation, shall be binding upon the Corporation, and shall be presumed to have been made, drawn, accepted or endorsed with proper authority until the contrary is shown; and it shall not be necessary in any case to have the seal of the Corporation affixed to any such note or bill; 5

(d) mortgage, hypothecate or pledge any property of the Corporation, real or personal, to secure the repayment of any money borrowed for the purposes of the Corporation; 10

(e) guarantee, with or without security, upon such terms as it may determine, any indebtedness of, the performance of any obligations of, and the repayment of any advances made to or for the purpose of any Roman Catholic corporation, organization, association or society engaged in activities in or partly in the Diocese of Pembroke, or any officers thereof or any pastor of a parish in the Diocese of Pembroke, and notwithstanding that any such corporation, organization, association or society may not have power to borrow money, any such guarantee shall be valid and binding upon the said Corporation in the same way as if such corporation, organization, association or society had power to borrow money; 15 20 25

(f) mortgage, hypothecate or pledge any property of the Corporation real or personal, to secure the fulfilment of any such guarantee entered into by it.

Limitation.

(2) Nothing in this section shall be construed to authorize the Corporation to issue any note or bill payable to bearer thereof, or any promissory note intended to be circulated as money or as the note or bill of a bank or to engage in the business of banking or insurance. 30

Moneys
heretofore
borrowed.

(3) It is hereby declared that the said Corporation shall be bound for payment of all moneys heretofore borrowed by and in the name of the Corporation and shall be liable on all guarantees heretofore entered into by and in the name of the Corporation, notwithstanding that the Corporation may not have had power to borrow such moneys or to enter into such guarantees to the same extent as if such borrowing or such guarantees would have been valid if done or entered into after this Act had come into force." 35 40

Paragraphs (a), (b), (c) and (d) of subsection 2 of the new section 8 make provision for the borrowing of money and the means whereby such borrowing may be evidenced and secured.

Subsection (3) of new section 8 is a retro-active provision and is designed to validate guarantees which the Corporation has already given on an issue of debentures.

3. The said Act is further amended by adding thereto the following section as section 11.

By laws.

"11. The Corporation may, from time to time, make by-laws not contrary to law for,

- (a) the administration, management and control of the property, business and other temporal affairs of the Corporation; 5
- (b) the appointment, functions, duties and remuneration of all officers, agents and servants of the Corporation;
- (c) the appointment of an executive committee and of special committees, from time to time, for the purposes of the Corporation, and for the calling of meetings of such committees; 10
- (d) generally for the carrying out of the objects and purposes of the Corporation." 15

Clause 3. It is felt that the addition of this section providing for the making of by-laws for the managing of the temporal affairs of the Corporation and for the appointment of officers and committees will facilitate the management of the affairs of the Corporation.